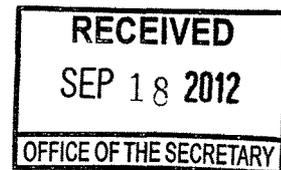


Received

SEP 18 2012

Securities And Exchange Commission
Administrative Proceeding
File No. 3-14981
In The Matter Of Ross Mandell Respondent

Office of Administrative
Law Judges



In Response To An Order Instituting Administrative Proceedings And Notice Of Hearing
Pursuant To Section 15(b) Of The Securities Exchange Act Of 1934

A. RESPONDENT

1) Mandell and several others founded Sky Capital Holdings Ltd a Delaware Corp in January 2001...Sky Capital LLC, a broker-dealer, was granted NASD Membership in May 2002 was founded and wholly owned by Sky Capital Holdings.

2) Mandell was the CEO of Sky Capital Holdings from January 2001 – March 2008.

3) Mandell was not the majority shareholder of Sky Capital LLC.

4) Mandell was not the President or CEO of Sky Capital LLC and if so only for a very brief period of time.

5) Mandell was a Registered Representative at Sky Capital LLC from May 2002 – March 2008.

6) Mandell Denies Orchestrating A Stock Manipulation Scheme In The Securities Of Sky Capital, Or It's Affiliates, That Were Listed On The AIM Section Of The London Stock Exchange. The Sky Stocks In Question, & Affiliates Were Never Listed On A US Exchange & Never Traded In The United States.

7) Mandell Denies Defrauding Investors In Private Offerings of Sky Capital, In Companies Affiliated With Sky Capital, That Only Traded On The London Stock Exchange, Or Any Other Offering.

8) An action was brought by the Commission in July, 2009 and was stayed pending the completion of the related criminal proceeding, and should remain stayed pending the outcome of the criminal proceedings.

9) Mandell was convicted in United States District Court for The Southern District of New York, was sentenced, and fined.

10) Mandell has pled Not Guilty to the charges in his criminal indictment and continues to plead Not Guilty to the charges in his Criminal Conviction.

11) Mandell has filed an appeal in the United States Court Of Appeals for the Second Circuit in May 2012 to reverse and vacate his criminal conviction, his sentence, and other penalties.

12) Mandell has been granted Bail Pending Appeal by the Appellate Court reversing the District Court ruling and the Gov't opposition.

Ross Mandell (Pro se) September 18, 2012